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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 471709 11626A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : July 23, 1997

ORDER TIME : 9:57 AM

ORDER NO. : 471709-005

CUSTOMER NO: 11626A

CUSTOMER: Ms. Karen A. Retherford
MYERS KRAUSE & STEVENS

Suite 600
5811 Pelican Bay Boulevard
Naples, FL 34108

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-07/23/97--01049--024
****122.50 ****122.50

DOMESTIC FILING

NAME: AMERICAN LAWN CARE &
MAINTENANCE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kim Clemons

EXAMINER'S INITIALS:

RECEIVED
97 JUL 23 10:14
DIVISION OF CORPORATION
FLORIDA

RECEIVED
97 JUL 23 10:14
DIVISION OF CORPORATION

SN JUL 23 1997

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MYERS KRAUSE & STEVENS

CHARTERED
ATTORNEYS AT LAW

WILLIAM H. MYERS
ANDREW J. KRAUSE
WILLIAM K. STEVENS
RICHARD S. FRANKLIN

5811 PELICAN BAY BLVD., SUITE 600
NAPLES, FLORIDA 34108

TELEPHONE (941) 598-1221
FACSIMILE (941) 598-3499

myerskrause.com

July 22, 1997

DAVID P. BROWNE
ROBERT J. STOMMEL
JEFFREY J. BEIHOFF
LESTER B. LAW

DIRECT DIAL NUMBER
(941) 598-9555 x235

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: American Lawn Care & Maintenance, Inc.

Representative:

Enclosed please find Articles of Incorporation and Resident Agent Form for the above referenced corporation, together with a photocopy of same.


Please file the Articles and certify the enclosed copy.

Enclosed is our check in the amount of \$122.50 which represents the following:

Filing Fee (articles)	\$ 35.00
Certified Copy	\$ 52.50
Registered Agent Designation	<u>\$ 35.00</u>
TOTAL:	\$122.50

Thank you for your assistance in this matter.

Sincerely,


Karen Retherford
Legal Assistant

/kar
encls.

**ARTICLES OF INCORPORATION
OF**

AMERICAN LAWN CARE & MAINTENANCE, INC.

The undersigned Incorporator to these articles of Incorporation, competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is AMERICAN LAWN CARE & MAINTENANCE, INC.

ARTICLE II - ADDRESS

The principal place of business and mailing address of the corporation is 10280 Enoch Lane, Bonita Springs, Florida, 34135.

ARTICLE III - PURPOSE

This corporation may engage or transact in any or all lawful activities or business.

ARTICLE IV- CAPITAL STOCK

The number of shares of stock that this corporation is authorized to issue is ten thousand (10,000) shares of common stock having a par value of \$0.01 per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is LESTER B. LAW, and the name of the initial registered agent of this corporation at that address is Suite 600, 5811 Pelican Bay Boulevard, Naples, Florida, 34135.

ARTICLE VI - INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are
THOMAS EARL TEGTMEYER, 10280 Enoch Lane, Bonita Springs, Florida, 34135.

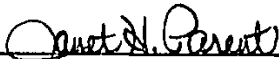
IN WITNESS WHEREOF, the Incorporator has hereunto set his hand and seal
and acknowledged and filed the foregoing Articles of Incorporation under the laws of the State
of Florida, this 21 day of July, 1997.


THOMAS EARL TEGTMEYER

STATE OF FLORIDA

COUNTY OF COLLIER

Before me, a Notary Public, the foregoing instrument was acknowledged this
21st day of July, 1997, by THOMAS EARL TEGTMEYER, who is personally
known to me.


Notary Public
State of Florida at Large
My Commission Expires:


(Printed, typed or stamped commissioned name of Notary Public)



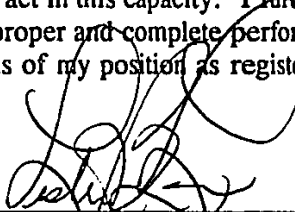
**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT AND
REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, **AMERICAN LAW CARE & MAINTENANCE, INC.**, desiring to be organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida:

1. The name and address of the registered agent and office are:

LESTER B. LAW
c/o Myers Krause & Stevens, Chartered
Suite 600
5811 Pelican Bay Boulevard
Naples, Florida 34108

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



LESTER B. LAW
Registered Agent

Date: 7/21/97

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